

RECORDATION NO.

23626 -1
FILED

MAR 22 '12 -9 4 5 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

March 21, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release Cession, dated as of March 21, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment (Cession) previously filed with the Board under Recordation Number 23626-B.

The names and addresses of the parties to the enclosed document are:

Lessee: National Railroad Passenger Corporation
10 G Street, NE
Washington, DC 20002

Owner Trustee: Amtrak Trust HS-EDC-3
c/o Wilmington Trust Company
1100 North Market Street
Wilmington DE 19801

Indenture Trustee: Manufacturers and Traders Trust Company
25 South Charles Street
Baltimore, MD 21202

Chief, Section of Administration
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A description of the railroad equipment covered by the enclosed document is:

1 locomotive AMTK 653 and High Speed Trainset Number 16 consisting of 8 railcars AMTK 2012, 2013, 3205, 3514, 3515, 3550, 3313 and 3407.

A short summary of the document to appear in the index is:

Termination and Release Cession.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a stylized flourish at the end.

✓ Edward M. Luria

EML/sem
Enclosures

MAR 22 '12 -9 4 5 AM

TERMINATION AND RELEASE
CESSION

SURFACE TRANSPORTATION BOARD

This TERMINATION AND RELEASE dated as of March 21, 2012 (this "*Termination*") is among (i) NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("*Amtrak*"), (ii) WILMINGTON TRUST COMPANY (in its individual capacity "*Trust Company*"), a Delaware trust company, not in its individual capacity but solely as Owner Trustee under that certain Trust Agreement (Amtrak Trust HS-EDC-3) dated as of November 1, 2000, between the Owner Participant named therein ("*Owner Participant*") and Trust Company ("*US Lessor*"), and (iii) MANUFACTURERS AND TRADERS TRUST COMPANY, a New York banking corporation, as successor in interest to Allfirst Bank, as indenture trustee ("*Indenture Trustee*") under that certain Trust Indenture and Security Agreement (Amtrak Trust HS-EDC-3), dated as of November 1, 2000, between Indenture Trustee and US Lessor ("*Trust Indenture*").

W I T N E S S E T H :

WHEREAS, GIE FINLINER MOUSSON ("*Lessor*") and Amtrak have entered into (i) that certain Crédit-Bail Agreement, dated September 25, 2000, (ii) that certain Lease Supplement dated July 24, 2001, and (iii) that certain Lease Supplement No. 2 dated August 23, 2001 (collectively, as amended, supplemented and modified, the "*Lease*") pursuant to which Lessor leased the railroad equipment described in Annex A hereto (the "*Units*") to Amtrak;

WHEREAS, Amtrak, US Lessor and Indenture Trustee have entered into (i) that certain Assignment (Cession), dated as of August 29, 2001, which was filed and recorded on August 28, 2001 at 10:14 a.m. and has been assigned Recordation Number 23626-B with the Surface Transportation Board (the "*Cession*");

WHEREAS, pursuant to the Trust Indenture, US Lessor granted, bargained, sold, assigned, transferred, conveyed, mortgaged, pledged and confirmed to Indenture Trustee a security interest in and a mortgage lien on all estate, right, title and interest of US Lessor in, to and under the Cession as security for certain obligations;

WHEREAS, the Cession provides for the assignment to the US Lessor by Amtrak of its rights as lessee of the Units under the Lease;

WHEREAS, pursuant to the Omnibus Amendment and Termination Agreement, dated as of March 21, 2012, among Amtrak, Lessor, US Lessor, Indenture Trustee and the other parties thereto, the Lease was terminated and all right, title and interest of Lessor in and to the Units was transferred to US Lessor; and

WHEREAS, on the date hereof, Amtrak, US Lessor and Indenture Trustee have made arrangements satisfactory to each of them to terminate the Cession; and

WHEREAS, in connection with the foregoing, parties desire to evidence and confirm the termination of the Lease and the Cession.

NOW, THEREFORE, Amtrak, US Lessor and Indenture Trustee agree as follows:

Section 1 Termination of the Cession and Release of the Units. The Lease is hereby terminated, and all right, title and interest of US Lessor in and to the Units arising from and through the Cessions are hereby terminated and released.

Section 2 Further Assurances. US Lessor and Indenture Trustee hereby agree to execute and deliver to Amtrak, at Amtrak's expense, such additional instruments, notices, or releases as Amtrak may reasonably request to effectuate the foregoing provisions of this Termination.

Section 3 Representations and Warranties. Each of Amtrak, US Lessor and Indenture Trustee represents and warrants that this Termination constitutes its legal and valid obligation, enforceable against it in accordance with its terms. US Lessor has full authority to terminate and release all of its right, title and interest in and to the Cessions and to the Units, as provided herein.

Section 4 Counterparts. This Termination may be executed in counterparts and all such executed counterparts shall constitute one and the same agreement.

[Remainder of Page Intentionally Blank]

IN WITNESS WHEREOF, each of Amtrak, US Lessor and Indenture Trustee has caused this Termination to be duly executed by its duly authorized representative as of the day and year first above written.

NATIONAL RAILROAD PASSENGER
CORPORATION

By: Dale M. Stein
Name: Dale M. Stein
Title: Treasurer

DISTRICT OF COLUMBIA) ss
)

On this 19th day of March, 2012, before me personally appeared Dale M. Stein, to me personally known, who being by me duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Anthony Patterson
Notary Public


My Commission Expires: Feb. 28, 2017



IN WITNESS WHEREOF, each of Amtrak, US Lessor and Indenture Trustee has caused this Termination to be duly executed by its duly authorized representative as of the day and year first above written.

WILMINGTON TRUST COMPANY,
not in its individual capacity, except as
otherwise expressly provided, but solely as
Owner Trustee

By:

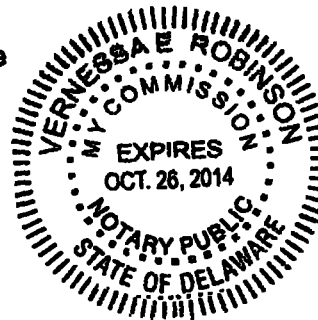

Name: _____
Title: _____

STATE OF DELAWARE)
) SS.:
COUNTY OF NEW CASTLE)

On this 16 day of March, 2012, before me personally appeared _____, to me personally known, who, by me being duly sworn, says that he/she is _____ of WILMINGTON TRUST COMPANY, that the foregoing instrument was signed on behalf of said Delaware trust company by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

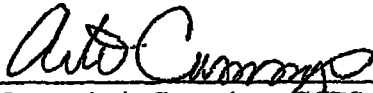
Vernessa E Robinson
Notary Public

My commission expires: _____
VERNESSA E. ROBINSON
Notary Public - State of Delaware
My Comm. Expires Oct. 26, 2014



IN WITNESS WHEREOF, each of Amtrak, US Lessor and Indenture Trustee has caused this Termination to be duly executed by its duly authorized representative as of the day and year first above written

MANUFACTURERS AND TRADERS TRUST
COMPANY, as Indenture Trustee

By: 
Name: Artis Cummings, COTS
Title: Banking Officer

ACKNOWLEDGED AND AGREED:

EXPORT DEVELOPMENT CANADA

By: 
Name: **Andrew Baechler, CFA**
Title: **Loan Portfolio Manager**

By: 
Name: **CHRISTOPHER WILSON**
Title: **ASSET MANAGER**

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated 3/22/12

Edward M Luria
Edward M. Luria